

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554

In the Matter of	)	
	)	
Petitions of Qwest Corporation	)	
for Forbearance Pursuant to 47 U.S.C. § 160(c)	)	WC Docket No. 07-97
in the Denver, Minneapolis-St. Paul, Phoenix and	)	
Seattle Metropolitan Statistical Areas	)	

**PETITION TO MODIFY PROTECTIVE ORDER**

Qwest Corporation ("Qwest") herein moves to proceed under the *First Protective Order* and asks the Federal Communications Commission ("Commission") to revoke the *Second Protective Order*. The *First Protective Order* is almost identical to the *Protective Order* in place in *In the Matter of Petition of Qwest Corporation for Forbearance Pursuant to 47 U.S.C. § 160(c) in the Omaha Metropolitan Statistical Area* WC Docket No. 04-233 ("*Omaha Protective Order*"), which provided the parties to that proceeding with more than adequate protection against the improper disclosure of competitively-sensitive information. Under Qwest's proposal, as in the *Omaha* proceeding, competitively-sensitive information that meets the definition of highly confidential information found in the *Second Protective Order* would be treated under the Prohibited Copying provision of Paragraph 10 in the *First Protective Order*. With the comprehensive protection for confidential information found in the *First Protective Order*, the *Second Protective Order* is unnecessary. Qwest's proposal would avoid undue burden and unnecessary expense caused by requiring the retention of outside counsel and outside experts to review highly confidential information.

The *Second Protective Order* imposes an undue burden and unnecessary expense on Qwest, and other parties, by requiring use of outside counsel to review highly confidential information. In-house counsel for a party is bound by the same legal and ethical obligations as outside counsel for a party to comply with the terms and conditions of the *First Protective Order*. Merely because in-house counsel is also an employee rather than just an agent for a party (like outside counsel) does not increase the risk that highly confidential information would be improperly disclosed. Between the protections provided by the *First Protective Order* as well as the ethical obligations prohibiting its violation, the parties and the Commission can rest assured that highly confidential information will not be misused.

In this docket, Qwest's counsel of record is the company's in-house counsel. Qwest is not represented by outside counsel in this proceeding. If the *Second Protective Order* remains in force, then Qwest would be required to retain outside counsel and outside consultants *solely for the purpose* of reviewing highly confidential information. Because Qwest is already represented by counsel of its own choosing in this docket, it should not be required to incur additional expense just to satisfy an unfounded and unexplained fear that somehow highly confidential information produced to in-house counsel will be shared with the wrong persons.

Other parties may find themselves in the same situation as Qwest, *i.e.*, needing to retain outside counsel solely to review highly confidential information. Such other parties should no more be burdened with hiring outside counsel than should Qwest. Moreover, once a party has retained outside counsel for such a review, then the party significantly turns over control to outside counsel, and has a reduced opportunity for oversight as in-house counsel cannot see all of the information on the record. Thus, the party must fully rely on outside counsel's advice on whether and how to respond to the highly confidential information. Notably, the party's in-

house counsel may see only a redacted version of the party's own filings to the extent those filings address another party's highly confidential information.

Correspondingly, Qwest would like to use its in-house consultants and regulatory analysts, rather than incurring the expense and burden of engaging outside consultants. Again, Qwest was allowed to use such in-house employees in the *Omaha* proceeding without any misuse of competitively-sensitive information. If necessary in order to allay any fears that highly confidential information could be misused, Qwest would consent to adding in a restriction to make clear that individuals viewing competitively-sensitive information are not in a position to misuse such information. Specifically, Qwest would consent to a restriction that no individual viewing confidential information is, or would be, engaged in developing, planning, marketing, or selling products or services, determining the costs thereof, or designing prices thereof to be charged or potentially charged to customers. This proposed restriction would apply to Qwest as well as all other parties to the proceeding.

Like any outside counsel, Qwest's in-house attorneys are fully aware of the legal and ethical obligations attendant to compliance with a Commission protective order. There is no reason to distinguish between in-house and outside counsel. Moreover, particularly with Qwest's proposed modification to make clear that no one with access to competitively-sensitive information is in a position to misuse it, there is no reason that Qwest should not continue to use its in-house consultants and regulatory analysts.

Accordingly, the Commission should grant Qwest's motion and proceed solely under the  
*First Protective Order*.

Respectfully submitted,

QWEST CORPORATION

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June 29, 2007

CERTIFICATE OF SERVICE

I, Richard Grozier, do hereby certify that I have caused the foregoing **PETITION TO MODIFY PROTECTIVE ORDER** to be 1) filed, via the Electronic Comment Filing System, in WC Docket No. 07-97, with the Office of the Secretary of the FCC; 2) and served, via e-mail, on the FCC's duplicating contractor, Best Copy and Printing, Inc. at [fcc@bcpweb.com](mailto:fcc@bcpweb.com).

/s/ Richard Grozier

June 29, 2007